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ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>In re:</b>	§	<b>CASE NO. 14-32821-11</b>
	§	
<b>SEARS METHODIST RETIREMENT SYSTEM, INC., <i>et al.</i><sup>1</sup></b>	§	<b>CHAPTER 11</b>
	§	
<b>Debtors.</b>	§	<b>Jointly Administered</b>
	§	

**MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL HEALTHCARE INDUSTRY  
GROUP, LLC FOR THE PERIOD JULY 1, 2014 THROUGH JULY 31, 2014**

The above-captioned debtors and debtors in possession, by their undersigned counsel, file the attached monthly fee statement of Alvarez & Marsal Healthcare Industry Group, LLC for the period July 1, 2014 through July 31, 2014 (the “July Fee Statement”) in accordance with the *Order Pursuant To Sections 105(a) And 363(b) Of The Bankruptcy Code (A) Authorizing The Employment And Retention Of Alvarez & Marsal Healthcare Industry Group, LLC To Provide The Debtors A Chief Restructuring Officer And Certain Additional Personnel, And (B) Designating Paul B. Rundell As The Chief Restructuring Officer For The Debtors Nunc Pro Tunc To The Petition Date* [Docket No. 343] (the “A&M Order”). Pursuant to the A&M Order, objections to the July Fee Statement, if any, are

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue, 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

due by October 13, 2014.

Dated: September 23, 2014  
Dallas, Texas

**DLA PIPER LLP (US)**

By: /s/ Vincent P. Slusher

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Attorneys for the Debtors and Debtors in Possession

9/18/2014  
Invoice Summary

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

Sears Methodist Retirement System  
Attn: Susan Whittle  
1114 Lost Creek Blvd Suite 220  
Austin, TX 78746

**SPECIAL SERVICES RENDERED**

By Alvarez & Marsal Healthcare Industry Group, LLC  
During the Period  
July 1, 2014 - July 31, 2014

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Fees</u>	<u>% Discount</u>
Paul Rundell	Managing Director	169.8	\$ 650.00	\$ 110,370.00	
Cathy Hernandez	Managing Director	30.0	650.00	19,500.00	
David McLaughlin	Senior Director	191.1	575.00	109,882.50	
David Shiffman	Associate	194.0	375.00	72,750.00	
Stu Cubbon	Associate	193.6	375.00	72,596.25	
Krutica Sharma	Analyst	40.3	325.00	13,081.25	
<b>Total Gross Fees</b>		<b>818.7</b>		<b>\$ 398,180.00</b>	
<i>Voluntary Fee Discount</i>				<b>\$ (132,398.75)</b>	<b>33.3%</b>
<b>Total Fees Charged</b>				<b>265,781.25</b>	
Out-of-Pocket Expenses				32,611.41	
<b>Total Fees and Out-of-Pocket Expenses</b>				<b>\$ 298,392.66</b>	
<b>Voluntary Discount - Case to Date <sup>(1)</sup></b>				<b>\$ (189,791.25)</b>	

**NOTE:**

(1) A&M reserves the right to roll forward any voluntary discounts for future billing periods.

**Wire Instructions:**

Bank:	J.P. Morgan Chase
ABA:	021 000 021
Account Name:	Alvarez & Marsal, LLC
Account Number:	9 5 7 3 4 7 8 4 7
Project Number	802214

9/18/2014  
Time Codes

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

<b>Code</b>	<b>Definition</b>
1	Accounting/auditing
2	Admin services
3	Assessment services
4	Asset analysis and recovery
5	Asset disposition
6	Business analysis
7	Business operation
8	CRO governance
9	Case administration
10	Cash management
11	Claims admin and objections
12	Communications
13	Consulting
14	Contract/lease assume/reject
15	Corporate finance
16	DIP financing/cash collateral
17	Data analysis
18	Employee benefits/pensions
19	Fee/employment applications
20	Fee/employment objections
21	Financing
22	Governance matters
23	Insurance
24	Union analysis
25	Litigation support
26	Meeting of creditors
27	Plan and disclosure statement
28	Plan process
29	Post confirmations
30	Reclamation claims
31	Schedules & statements of financial affairs
32	Strategic planning
33	Tax issues
34	Testimony
35	Travel time
36	Valuation
37	Communication with creditors

9/18/2014  
Project Hours By Time Detail

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

		Paul Rundell	Cathy Hernandez	David McLaughlin	David Shiffman	Stu Cubbon	Krutica Sharma	Total	% of Total
1	Accounting/auditing	17.3	-	-	-	4.6	-	21.9	2.7%
5	Asset disposition	11.4	-	4.8	34.6	-	-	50.8	6.2%
6	Business analysis	4.8	30.0	5.3	20.2	67.5	40.3	168.1	20.5%
7	Business operation	24.8	-	3.7	40.5	-	-	69.0	8.4%
8	CRO governance	7.1	-	-	-	-	-	7.1	0.9%
10	Cash management	-	-	16.2	-	-	-	16.2	2.0%
11	Claims admin and objections	-	-	-	3.8	16.1	-	19.9	2.4%
12	Communications	-	-	5.2	-	1.1	-	6.3	0.8%
16	DIP financing/cash collateral	42.8	-	70.7	5.0	-	-	118.5	14.5%
23	Insurance	-	-	1.8	-	2.0	-	3.8	0.5%
25	Litigation support / First day & other motions	-	-	13.8	24.5	13.5	-	51.8	6.3%
27	Plan and disclosure statement	-	-	3.5	-	-	-	3.5	0.4%
31	Schedules & statements of financial affairs	26.1	-	33.4	39.9	80.5	-	179.9	22.0%
32	Strategic planning	1.6	-	9.7	8.1	8.4	-	27.8	3.4%
34	Testimony	25.1	-	-	-	-	-	25.1	3.1%
37	Various requests from creditors and their advisors	8.8	-	23.0	17.4	-	-	49.2	6.0%
Totals	<b>Total</b>	<b>169.8</b>	<b>30.0</b>	<b>191.1</b>	<b>194.0</b>	<b>193.6</b>	<b>40.3</b>	<b>818.7</b>	



9/18/2014  
Expense Codes

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

<b>Code</b>	<b>Definition</b>
A	Airfare
B	Business meals
C	Car rental expense
D	Lodging
F	Mileage expense
G	Miscellaneous expense
H	Parking
I	Telecommunication expense
J	Taxi Fare
K	Train Fare

9/18/2014  
Expense Summary

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

Employee	Expense Type								Grand Total
	Airfare	Car Rental	Trans	Parking	Misc	Telecom	Meals	Hotel	
Paul Rundell	\$ 5,701.24	\$ 271.17	\$ 454.20	\$ 310.60	\$73.78	\$160.27	\$ 383.86	\$1,992.59	\$ 9,347.71
Cathy Hernandez	-	-	-	-	-	-	-	-	-
David McLaughlin	3,905.70	-	281.52	523.00	-	-	422.10	2,439.52	7,571.84
David Shiffman	3,789.24	1,191.48	738.07	-	-	-	792.45	1,754.67	8,265.91
Stu Cubbon	3,481.00	217.85	240.37	-	10.20	41.03	975.08	1,758.38	6,723.91
Krutica Sharma	-	170.82	-	-	-	36.28	-	494.94	702.04
	<b>\$16,877.18</b>	<b>\$1,851.32</b>	<b>\$1,714.16</b>	<b>\$ 833.60</b>	<b>\$83.98</b>	<b>\$237.58</b>	<b>\$2,573.49</b>	<b>\$8,440.10</b>	<b>\$ 32,611.41</b>

9/18/2014  
Expense Detail

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

Initials	Date	Code	Task Detail	Expenses
PBR	7/4/14	A	ORD-DFW0-ORD- S&S	\$ 1,017.98
PBR	7/5/14	A	ORD-DFW-ORD - Hearing	1,017.98
PBR	7/8/14	A	Change Fee due to meeting	252.02
PBR	7/9/14	A	Change Fee for hearing due to objection issues	123.01
PBR	7/9/14	J	Car Svc - To DLA	75.00
PBR	7/10/14	J	Car Svc - From DLA	75.00
PBR	7/9/14	B	Working Meal (3 people)	150.00
PBR	7/10/14	B	Working Meal (1 person)	10.00
PBR	7/10/14	H	Parking at Ohare	62.00
PBR	7/10/14	F	Mileage to Ohare and back	33.60
PBR	7/10/14	D	Hotel	263.94
PBR	7/10/14	D	Tips	11.00
PBR	7/10/14	B	Travel meal	4.32
PBR	7/10/14	B	Travel meal	2.87
PBR	7/14/14	C	Avis	271.17
PBR	7/17/14	D	Hotel - three nights	614.35
PBR	7/16/14	B	Meal - SW, PR, DL	127.00
PBR	7/16/14	B	Meal - SW & PR	27.00
PBR	7/15/14	A	AA - ORD-DFW	650.00
PBR	7/17/14	B	Travel meal	17.72
PBR	7/16/14	A	AA - DFW-ORD (Bad weather caused flight cancelation)	653.00
PBR	7/14/14	A	AA Change Fee - due to meeting change	30.00
PBR	7/13/14	A	AA Change Fee - due to court objections (flew in on Sunday)	223.00
PBR	7/14/14	A	AA - DFW - ABI	203.00
PBR	7/14/14	B	Working meal (1 person)	6.00
PBR	7/13/14	J	Taxi	75.00
PBR	7/13/14	B	Travel meal	4.53
PBR	7/14/14	D	Hotel - one night	298.52
PBR	7/14/14	B	Travel meal	8.19
PBR	7/17/14	H	Parking at ohare	145.00
PBR	7/17/14	F	Mileage to ohare and back	33.60
PBR	7/21/14	I	WiFi charges	59.95
PBR	7/21/14	A	Airfare Credit	(203.00)
PBR	7/21/14	A	DFW-ORD	626.10
PBR	7/21/14	J	Taxi	20.00
PBR	7/21/14	J	Taxi to Buckner and back	40.00
PBR	7/21/14	D	DFW-Hotel	75.00
PBR	7/22/14	D	Hotel - two nights	729.78
PBR	7/22/14	H	Parking at ohare	70.00
PBR	7/22/14	H	Mileage to ohare	33.60
PBR	7/21/14	J	Taxi to client meeting	32.00
PBR	7/20/14	B	Travel meal	17.23
PBR	7/22/14	J	Car Svc to DFW	70.00
PBR	7/22/14	B	Working meal (1 person)	9.00
PBR	7/22/14	I	Wireless charges - direct client charges	100.32
PBR	7/23/14	G	Shipping charges for over nighting legal docs	36.89
PBR	7/28/14	A	United - ORD_AUS (AG meeting)	676.10
PBR	7/31/14	G	Shipped Docs	36.89
PBR	7/31/14	A	AA - DFW-ORD (from court hearing)	432.05
DSM	7/2/14	A	Airfare: Flight home from Abilene - one way	431.00
DSM	7/2/14	D	Marriott Courtyard - 2 Nights	341.21



9/18/2014  
Expense DetailA&M HIG Invoice  
SMRS  
7/1/14 - 7/31/14

Initials	Date	Code	Task Detail	Expenses
DSM	7/2/14	H	Parking at the Airport	105.00
DSM	7/7/14	A	Airfare: Flight to Abilene - one way	461.00
DSM	7/7/14	F	Mileage to and from Airport (42 miles roundtrip @56.0 cents)	23.52
DSM	7/8/14	B	Dinner at Burger King (3 people)	20.38
DSM	7/8/14	B	Dinner at BW3 (3 people)	83.14
DSM	7/10/14	A	Airfare: Flight to and from Abilene - round trip	908.50
DSM	7/10/14	D	Marriott Courtyard - 3 Nights	576.08
DSM	7/10/14	H	Parking at the Airport	140.00
DSM	7/14/14	B	Dinner at the Airport	39.05
DSM	7/14/14	H	Parking at the Airport	278.00
DSM	7/15/14	B	Working Dinner - three people	148.73
DSM	7/17/14	A	Airfare: Flight home from Abilene - one way	461.00
DSM	7/17/14	D	Hilton Garden Inn - 3 Nights	548.55
DSM	7/20/14	A	Airfare: Flight to Abilene - one way	531.00
DSM	7/20/14	B	Dinner in Dallas	46.97
DSM	7/20/14	J	Taxi to the Airport	50.00
DSM	7/20/14	J	Taxi to Hotel in Dallas	70.00
DSM	7/21/14	B	Working Breakfast	9.85
DSM	7/21/14	D	Hotel - W Dallas - 1 Night	273.33
DSM	7/21/14	J	Taxi from Hotel to Attorneys	18.00
DSM	7/21/14	J	Taxi to Airport in Dallas	70.00
DSM	7/24/14	A	Airfare: Flight to and from Abilene - round trip	461.60
DSM	7/24/14	B	Travel meal at DFW	24.61
DSM	7/24/14	B	Travel dinner at Airport	49.37
DSM	7/24/14	D	Hilton Garden Inn - 3 Nights	700.35
DSM	7/24/14	J	Taxi home from Airport	50.00
DSM	7/28/14	A	Airfare: Flight to Abilene - one way	651.60
DMS	7/1/14	B	Working meal (3 people)	48.00
DMS	7/1/14	D	Hotel at SMRS	351.95
DMS	7/2/14	A	Airfare from SMRS	490.37
DMS	7/2/14	B	Travel meal (DM, DS, SC)	29.52
DMS	7/2/14	B	Dinner at Hotel	31.32
DMS	7/2/14	C	Car Rental SMRS	197.65
DMS	7/2/14	J	Taxi (BWI to Hotel)	15.00
DMS	7/3/14	J	Taxi - Hotel to Train	35.00
DMS	7/3/14	J	Taxi - Train to Home	58.00
DMS	7/3/14	K	Train (BWI - NYC) (DS, SC)	224.00
DMS	7/7/14	B	Dinner (SC, DM, DS)	75.15
DMS	7/7/14	B	Breakfast at Airport	8.18
DMS	7/7/14	D	Hotel at SMRS	516.22
DMS	7/7/14	J	Taxi to Airport	52.00
DMS	7/8/14	B	Working meal (3 people)	26.59
DMS	7/9/14	B	Dinner (SC, DM, DS)	150.00
DMS	7/9/14	B	Travel meal at DFW (DM, DS)	25.63
DMS	7/10/14	A	RT Airfare SMRS	1,147.50
DMS	7/10/14	C	Car Rental at SMRS	269.58
DMS	7/10/14	J	Taxi from ORD	87.07
DMS	7/14/14	A	Airfare to SMRS	381.00
DMS	7/14/14	B	Travel Dinner at Airport	17.32
DMS	7/14/14	D	Hotel at SMRS	433.86
DMS	7/14/14	K	Train to ORD	15.00

9/18/2014  
Expense Detail

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

Initials	Date	Code	Task Detail	Expenses
DMS	7/15/14	B	Working meal (4 people)	42.33
DMS	7/16/14	B	Breakfast (DM, DS, SC, PR)	30.71
DMS	7/16/14	B	Working meal (3 people)	28.31
DMS	7/17/14	A	Flight from SMRS	756.50
DMS	7/17/14	B	Breakfast (DM, DS, SC)	24.27
DMS	7/17/14	C	Car Rental at SMRS	481.94
DMS	7/17/14	J	Taxi from Airport	101.00
DMS	7/21/14	A	Airfare to SMRS	493.00
DMS	7/21/14	B	Travel Meal	10.90
DMS	7/21/14	D	Hotel Stay SMRS	452.64
DMS	7/21/14	J	Taxi to EWR	62.00
DMS	7/22/14	B	Working meal (3 people)	44.22
DMS	7/22/14	B	Dinner (DS)	50.00
DMS	7/23/14	B	Dinner (DM, DS, SC)	150.00
DMS	7/24/14	A	Flight Home from SMRS	520.87
DMS	7/24/14	C	Car Rental at SMRS	242.31
DMS	7/24/14	J	Taxi Home from EWR	89.00
SFC	7/1/14	B	Breakfast (SFC, DMS, DSM)	22.95
SFC	7/1/14	B	Dinner (SFC, DMS, DSM)	101.08
SFC	7/1/14	D	Hotel Stay	139.00
SFC	7/1/14	D	Hotel Tax	20.85
SFC	7/2/14	A	Flight to NYC	473.00
SFC	7/2/14	B	Breakfast (SFC, DMS, DSM)	21.06
SFC	7/2/14	B	Dinner (SFC)	24.00
SFC	7/2/14	D	Hotel Stay	170.00
SFC	7/2/14	D	Hotel Tax	22.10
SFC	7/2/14	G	Miscellaneous Supplies	2.17
SFC	7/2/14	I	Internet/Online Fees	17.27
SFC	7/3/14	B	Breakfast (SFC, DMS, DSM)	16.39
SFC	7/3/14	J	Taxi from train station	17.90
SFC	7/7/14	A	Flight to SMRS	513.00
SFC	7/7/14	B	Working Meal (2 people)	31.64
SFC	7/7/14	B	Travel Meal (SFC)	15.71
SFC	7/7/14	D	Hotel Stay	149.00
SFC	7/7/14	D	Hotel Tax	22.35
SFC	7/7/14	J	Taxi to Airport	35.79
SFC	7/8/14	B	Breakfast (SFC, DMS, DSM)	24.04
SFC	7/8/14	D	Hotel Stay	149.00
SFC	7/8/14	D	Hotel Tax	22.35
SFC	7/9/14	B	Breakfast (SFC, DMS, DSM)	26.19
SFC	7/9/14	B	Working Meal (3 people)	54.82
SFC	7/9/14	D	Hotel Stay	149.00
SFC	7/9/14	D	Hotel Tax	22.35
SFC	7/10/14	A	Flight to NYC	503.00
SFC	7/10/14	B	Breakfast (SFC, DMS, DSM)	20.58
SFC	7/10/14	B	Travel Meal (SFC)	12.17
SFC	7/10/14	J	Taxi from Airport	35.78
SFC	7/14/14	A	Flight to SMRS	493.00
SFC	7/14/14	B	Travel Meal (SFC)	6.24
SFC	7/14/14	D	Hotel Stay	109.99
SFC	7/14/14	D	Hotel Tax	16.50

9/18/2014  
Expense Detail

**A&M HIG Invoice**  
**SMRS**  
**7/1/14 - 7/31/14**

Initials	Date	Code	Task Detail	Expenses
SFC	7/14/14	I	Internet/Online Fees	7.50
SFC	7/14/14	J	Taxi to Airport	35.70
SFC	7/15/14	B	Breakfast (SFC, DMS, DSM)	29.74
SFC	7/15/14	B	Travel Meal (SFC)	20.72
SFC	7/15/14	D	Hotel Stay	129.00
SFC	7/15/14	D	Hotel Tax	19.35
SFC	7/16/14	C	Car Rental	217.85
SFC	7/16/14	D	Hotel Stay	129.00
SFC	7/16/14	D	Hotel Tax	19.35
SFC	7/17/14	A	Flight to NYC	503.00
SFC	7/17/14	B	Dinner (SFC, DMS, DSM)	150.00
SFC	7/17/14	B	Travel Meal (SFC)	9.99
SFC	7/17/14	J	Taxi from Airport	36.30
SFC	7/18/14	B	Breakfast (SFC, DMS, DSM)	18.89
SFC	7/21/14	A	Flight to SMRS	493.00
SFC	7/21/14	B	Dinner (SFC, DMS, DSM)	132.43
SFC	7/21/14	B	Travel Meal (SFC)	26.90
SFC	7/21/14	D	Hotel Stay	129.99
SFC	7/21/14	D	Hotel Tax	19.50
SFC	7/21/14	G	Miscellaneous Supplies	8.03
SFC	7/21/14	J	Taxi to Airport	39.00
SFC	7/22/14	B	Breakfast (SFC, DMS, DSM)	20.91
SFC	7/22/14	B	Dinner (SFC, DSM)	91.80
SFC	7/22/14	D	Hotel Stay	139.00
SFC	7/22/14	D	Hotel Tax	20.85
SFC	7/23/14	B	Breakfast (SFC, DMS, DSM)	25.50
SFC	7/23/14	B	Working Meal (2 people)	37.57
SFC	7/23/14	D	Hotel Stay	139.00
SFC	7/23/14	D	Hotel Tax	20.85
SFC	7/24/14	A	Flight to NYC	503.00
SFC	7/24/14	B	Breakfast (SFC, DMS, DSM)	24.52
SFC	7/24/14	B	Travel Meal (SFC)	9.24
SFC	7/24/14	I	Internet/Online Fees - 30 minutes worth	8.13
SFC	7/24/14	I	Internet/Online Fees - additional 30 minutes worth	8.13
SFC	7/24/14	J	Taxi from Airport	39.90
KS	7/1/14	D	Hotel: Hotel Stay - 2 Nights	219.00
KS	7/1/14	D	Hotel Tax: Hotel Stay - 2 Nights	28.47
KS	7/2/14	D	Hotel Tax: Hotel Stay - 2 Nights	28.47
KS	7/2/14	D	Hotel: Hotel Stay - 2 Nights	219.00
KS	7/3/14	C	Car Rental: Car Rental at Midland Airport	170.82
KS	7/12/14	I	06/13/14-07/12/14 Wireless Usage Charges	36.28
<b>Total</b>				<b>\$32,611.41</b>